

Company Number SC117119

COMPANY LIMITED BY SHARES

SSE plc

RESOLUTIONS

(Passed 23 July 2015)

At the Annual General Meeting of SSE plc duly convened and held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 23 July 2015, the following resolutions were passed:

Authority to allot shares

Resolution 13: that the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount equal to £165,512,245, such authority to apply until the earlier of the conclusion of the 2016 Annual General Meeting and close of business on 30 September 2016, except that the Company may pursuant to the authority granted make offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

Authority to disapply pre-emption rights

Resolution 14: that subject to the passing of Resolution 13, the Directors be and are hereby empowered to allot 'equity securities' (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 13 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities to or in favour of (i) Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and (ii) holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) to the allotment (otherwise than under paragraph (a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £24,826,836,

such power to apply until the earlier of the conclusion of the 2016 Annual General Meeting and close of business on 30 September 2016, save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

Authority to purchase own shares

Resolution 15: that the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the

meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 50 pence each in the Company provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 99,307,347;
- (b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses;
- (c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed; and
- (d) this authority shall expire at the earlier of the conclusion of the 2016 Annual General Meeting and close of business on 30 September 2016 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).

Notice of general meetings

Resolution 16: that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Renewal of Scrip Dividend Scheme

Resolution 17: that,

- (a) the Directors be and are hereby authorised to offer holders of its Ordinary Shares (excluding members holding any shares as treasury shares) the right to elect to receive Ordinary Shares, credited as fully paid, instead of a cash dividend from time to time or for such period as the Directors may determine, all pursuant to the provisions of Article 90 of the Company's Article of Association, as in force from time to time, and on such other terms and conditions as the Directors may from time to time determine, provided that the authority conferred by this Resolution shall expire at the end of the third Annual General Meeting of the Company after the date on which this Resolution is passed; and
- (b) for the purposes of any offer made pursuant to paragraph (a) of this Resolution, the Directors be and are hereby authorised, in accordance with the Company's Articles of Association, as in force from time to time, to capitalise such amount standing to the credit of any reserve or account of the Company as may be necessary and apply the same in paying up and allotting and issuing new Ordinary Shares in the Company to the ordinary shareholders who have, or are deemed to have, validly accepted such an offer in accordance with their respective entitlements.

Ratification of Dividend

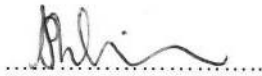
Resolution 18: that,

- (a) the Company hereby ratifies and confirms:
 - (i) the payment of the amount of 60.70 pence per Ordinary Share by way of dividend on 19 September 2014 (the "Final Dividend") to shareholders on the Register of Members on 25 July 2014 (other than those who validly elected, in respect of the Final Dividend, to receive Ordinary Shares instead of a cash dividend), and the entry in the audited accounts of the Company for the year ended 31 March 2015 whereby distributable profits of the Company were appropriated to the payment of the Final Dividend;
 - (ii) the payment of the amount of 26.6 pence per Ordinary Share by way of interim dividend on 20 March 2015 (the "Interim Dividend") to shareholders

on the Register of Members on 23 January 2015 (other than those who validly elected, in respect of the Interim Dividend, to receive Ordinary Shares instead of a cash dividend), and the entry in the audited accounts of the Company for the year ended 31 March 2015 whereby distributable profits of the Company were appropriated to the payment of the Interim Dividend, together, the Final Dividend and the Interim Dividend referred to above being defined as the "Dividends",

- (b) Any and all claims which the Company may have in respect of the payment of the Dividends against its shareholders who appeared on the Register of Members on the relevant record date for each Dividend be released and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification;
- (c) Any distribution involved in the giving of any such release in relation to the Dividends be made out of the profits appropriated to each Dividend as aforesaid by reference to a record date identical to the record date for such Dividend; and
- (d) Any and all claims which the Company may have against its Directors (both past and present) arising out of the payment of the Dividends be released and that a deed of release in favour of the Company's Directors be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification.

By order of the Board



Sally Fairbairn
Company Secretary

Note

1. Resolution 13 and 17 were passed as Ordinary Resolutions and Resolutions 14 to 16 and 18 were passed as Special Resolutions.

